

Please use this form to report details of your Payments in Lieu of Taxes ("PILOT") Project. This form is to be completed even if the project is still in its "Ramp-Up Period." If a PILOT Recipient has been granted multiple PILOTS, each PILOT Project has to be reported separately.

**Combined reports are acceptable only upon written approval.**

**1.0 Project Data**

PILOT Case #:	20120201
PILOT Recipient:	AB Mauri Food, Inc.
Address of Property Subject to PILOT:	2743 Riverport Road, Memphis, TN, 38109
Mailing Address:	4240 Duncan Avenue, Suite 150, St. Louis, MO 63110
PILOT Term (Years):	8 years
Ramp-Up Period Ends (Date):	3 years; December 31, 2012 - December 31, 2015

**1.1 PILOT Employment, Wage, & Capital Investment Contact Information**


Contact Name:	Yemina Israel
Contact Phone Number:	901-942-7115
Contact Email:	Yemina.Israel@abmauri.com

**1.2 Diversity Plan Contact Information**

Contact Name:	Yemina Israel
Contact Phone Number:	901-942-7115
Contact Email:	Yemina.Israel@abmauri.com

**1.3 Other PILOT Project Officials Contact Information (Where applicable)**

Contact Name:	Harry J. Skefos, Esq. (Martin, Tate, Morrow & Marston, P.C.)
Contact Phone Number:	901-522-9000
Contact Email:	SkefosH@martintate.com

 Submission Deadline: January 31, 2019.

*If a portion of this report does not pertain to your PILOT incentives, please indicate not applicable ("N/A"), as appropriate.*

*Should you have any questions concerning this report, please contact Tracy Buckley, Manager, Economic Development Programs, at 901.341.2103 or [TBuckley@growth-engine.org](mailto:TBuckley@growth-engine.org)*

**PILOT Annual Report – Payments Made & Capital Investments**

**2.0 Payments in Lieu of Taxes Made:**

Please indicate payments in lieu of taxes made to the City of Memphis and Shelby County for the current year and the previous year, in the table below. If any taxes are under appeal, please provide comments in the space provided, noting the entity the PILOT Recipient is appealing to, the years under discussion, and the amounts under review. See Note 1 in the PILOT Annual Report Guidelines for additional instructions

	County		City	
	2018	2017	2018	2017
<b>Real Property</b>	N/A	N/A	N/A	N/A
<b>Personal Property</b>				
Tax Parcel #D000910	\$ 2,027.84	\$ 3,073.75	<b>Note:</b> For Tax Years 2017 and 2018, City Treasurer did not bill ABM utilizing the “D-parcel” system; rather, ABM was assessed City PILOTs by the City Treasurer utilizing the traditional “P-parcel” system. For Tax Year 2017, ABM made PILOT payments to the City totaling \$2,467.05. For Tax Year 2018, ABM made PILOT payments to the City totaling \$42,947.82.	
Tax Parcel #D000955	\$ 2,833.91	\$ 3,428.43		
Tax Parcel #D000956	\$ 2,235.63	\$ 2,951.68		
Tax Parcel #D001010	\$ 3,764.93	\$ 4,555.12		

\* Does not include existing real property leased by PILOT Recipient, as reflected in the Community Reinvestment Credit.

\*\* If there are additional parcels identified, please include in the above table.

Comments:

**3.0 Capital Investments - Real Property (Note 1)**

**Commitment - Real Property \$ N/A**

Please indicate the **cumulative** total PILOT Project investments in Real Property as of December 31, 2018, in the table below. Please include tenant improvements under Real Property. CRC is the rollback of the tax assessment whereby the payment in lieu of taxes for the demised premises is based wholly or partially on the pre-acquisition value of the demised premises as of January 1, 2014, without regard to any improvements thereon, as provided in sections 6.02(a) in the real property lease.

Capital Investment	Year	Additions \$	Disposals \$	Cumulative Total at End of Year \$
Real Property	2018	N/A	N/A	N/A
	2017	N/A	N/A	N/A

**PILOT Annual Report – Capital Investments**

**3.1 Capital Investments -Tangible Personal Property (Notes 1, 2)**

**Commitment - Tangible Personal Property: \$ 10,500,000**

Please indicate the **cumulative** total PILOT Project investments in Tangible Personal Property as of December 31, 2018, in the table below. See Note 2 in the PILOT Annual Report Guidelines for additional instructions. If additions, replacements and/or disposals of Tangible Personal Property occurred during the year, please indicate the bills of sale and the associated amounts.

Year	Transactions	Bill(s) of Sale No.	Amount
<b>2018</b>	Cumulative Balance at Beginning of Year		\$ 6,501,711
	Additions		\$ 1,255,651
	Replacements		\$
	Disposals		\$
	<input type="checkbox"/> Net		\$ 1,255,651
	Cumulative Balance at End of Year		<b>\$ 7,757,362</b>
<b>2017</b>	Cumulative Balance at Beginning of Year		\$ 4,800,269
	Additions		\$ 1,701,442
	Replacements		\$ 0
	Disposals		\$ 0
	<input type="checkbox"/> Net		\$ 1,701,442
	Cumulative Balance at End of Year		<b>\$ 6,501,711</b>

**PILOT Annual Report – Jobs Created and Maintained**

**4.0 Jobs Created and Maintained**

**Commitment - Net New Jobs:** 5      **Commitment - Existing/Retained Jobs:** 47

Please enter data regarding Full-Time Equivalent Jobs provided for **persons employed by the PILOT Recipient** (“Employees”) and **persons employed by a party other than the PILOT Recipient** (“Contract Employees”). Refer to Notes 3, 4, and 5 of the Annual Reports Guidelines for qualifications of a full-time equivalent job.

Year	Company Employees			3 <sup>rd</sup> Party Contract Employees			Total Number of Workers on Site at End of Year
	Number of Employees on Site at Beginning of Year	Net New Employees Hired During the Year	Total Number of Employees on Site at End of Year	Number of Contract Employees on Site at Beginning of Year	Net New Contract Employees Hired During the Year	Total Number of Contract Employees on Site at End of Year	
2018	52	--	52	N/A	N/A	N/A	<b>52**</b>
2017	52	--	52	N/A	N/A	N/A	<b>52</b>

- *Number of Employees at the beginning of the year – Insert the total number of Full-Time Equivalent Jobs in existence at the beginning of the year, provided for persons employed by the PILOT Recipient.*
- *Net New Employees hired – Insert the difference between Employees hired and Employees terminated during the year.*
- *Number of Contract Employees at the beginning of the year – Insert the total number of full-time equivalent jobs in existence at the beginning of the year, provided for persons employed by a party other than the PILOT Recipient.*
- *Net New Contract Employees hired – Insert the difference between Contract Employees hired and Contract Employees terminated during the year.*

Comment: **\*\* Figure includes only ABM’s Project Jobs. The total headcount at ABM’s Project Location is 55 FTE’s as of December 31, 2018.**

**PILOT Annual Report – Wages**

**5.0 Wages without Benefits - (Note 6)**

**Commitment – Wages Without Benefits: \$ 73,011**

*The average wage (per lease agreement) includes overtime/incentive bonuses.*

Year	Employees \$	3 <sup>rd</sup> Party Contract Employees \$	Weighted Average Wage \$ [(# of employees x wages) + (# of contract employees x wages)] / total # of employees + contract employees
2018	\$73,310	--	<b>\$73,310</b>
2017	\$73,499	--	<b>\$73,499</b>

- *Employee means a person employed by the PILOT Recipient.*
- *Contract Employee means a person employed by a party other than the PILOT Recipient and whose labor is contracted for by the PILOT Recipient and who is considered a necessary member of the workforce responsible for duties and assignments required to be performed in order for the PILOT Recipient to operate its business. All Contract Employees are subject to the PILOT criteria for determining Net New Jobs, including, but not limited to, wages and health insurance requirements.*
- *The wage paid should be the actual amount paid to the Contract Employees. The third party employer’s profit margin should be clearly identified and eliminated to determine the actual amount paid to the Contract Employee.*

**PILOT Annual Report – Diversity Plan Program**

**6.0 2018 Project Commitments - (Notes 7, 8, 9)**

Please use this form to report transactions between the PILOT Recipient and certified Minority and Woman Owned Small Business Enterprises (“MWBEs”) and Locally Owned Small Businesses (“LOSBS”) during the year. The committed annual expenditures with certified MWBEs and LOSBs per the Diversity Plan are in the table below.

**EDGE engages a local consultant that can help PILOT recipients identify additional MWBEs at no charge. To learn more contact Tracy Buckley, Manager of Economic Development Programs at (901) 341-2103 or tbuckley@growth-engine.org.**

Categories	Annual Expenditures Goal \$
Construction	\$ 8,000
Professional Services	\$ 12,000
Goods	\$ 10,500
Non-Professional Services	\$ 3,000
<b>Total:</b>	<b>\$ 33,500</b>

Local Business Participation	
Overall Goal Through 2019	\$ 263,000
Cumulative Reported Spend (2014-2017)	\$ 476,586
Reported Spend 2017	\$ 135,629
Reported Spend 2018	\$265,400

**6.1 Business Transaction Form – Construction, Professional Services, Goods, and Non-Professional Services**

Please state the **actual** amount of expenditures transacted with MWBE and LOSB firms from **January 1, 2018 to December 31, 2018**. Please indicate the MWBE and LOSB firm, address, and the dollar value of the transactions. Please note that only transactions that occurred between the Applicant/Sponsor/PILOT Recipient and MWBEs and LOSBs in the year under review should be reported, where applicable. Categories are defined as Construction (C), Professional Services (PS), Goods (G), and Non-Professional Services (NPS).

	Company’s Name & Address	Transacted Amount	Entity Certifying Local Business Participant <i>Please Attach Certification.</i>	Category
1	American Electrical Contractors	\$ 264,705	City of Memphis / UCA	C
2	Fayette Janitorial Service	\$ 695	Shelby County / WBENC	NPS

**Total Transactions            \$ 265,400**



Certification Number: 083115-01  
Industry: Electrical Contractor

*The Governor's Office of Diversity Business Enterprise  
for the State of Tennessee, having determined that*

**AMERICAN ELECTRICAL CONTRACTORS INC DBA Same**

*has successfully met the certification requirements as outlined in Tennessee Code Annotated Title 12,  
Chapter 5, Part 8, and the policies adopted thereunder, hereby grants the designation of*

**Woman Owned Business**

*and is recognized as such until the expiration of registration and certification on*

**August 31, 2021**

*In Witness Whereof, the Governor of the State of Tennessee and the Commissioner of  
General Services hereto affix our hand and the Great Seal of the State.*



*Shelia J. Simpson*

Program Director, Governor's Office of Diversity Business Enterprise

# WBENC

WOMEN'S BUSINESS ENTERPRISE  
NATIONAL COUNCIL

JOIN FORCES. SUCCEED TOGETHER.

hereby grants

# National Women's Business Enterprise Certification

to

## FAYETTE JANITORIAL SERVICE

who has successfully met WBENC's standards as a Women's Business Enterprise (WBE).  
This certification affirms the business is woman-owned, operated and controlled; and is valid through the date herein.

Certification Granted: April 30, 2013

Expiration Date: April 30, 2019

WBENC National Certification Number: 2005122213

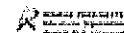
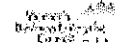
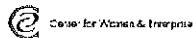
WBENC National WBE Certification was processed and validated by  
Women's Business Enterprise Council - South, a WBENC Regional Partner  
Organization.



Authorized by Phala Mire, President  
Women's Business Enterprise Council - South



NAICS: 561720  
UNSPSC: 76110000, 76111501





**PILOT Annual Report – Diversity Plan Program**

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**6.2 Diversity Plan Hiring**

*PILOT Recipient should indicate below the Net New Jobs hired through the Identified Labor Source (“ILS”) and/or Workforce Investment Network (“WIN”). Details should include Name of Employee, Date of Hire, and Date of Termination, if applicable.*

<b>ILS Hires</b>	
2018 Hired	None to report
2018 Maintained	
2017 Hired	
2017 Maintained	

**PILOT Annual Report – Certification**

**7.0 PILOT Annual Report Certification**

To the best of my knowledge and belief, I certify the following:

That the information and attachments provided are true and accurate, and except as noted on the previous page(s) or other attachments to this document, \_\_\_\_\_ has complied with all major criteria/components related to PILOT # 20120201.

Kelly Flamanna  
Signature

Kelly FLamanna  
Name

Asst. Secretary  
Title

Date: 2/18/2019

901-289-6045  
Phone

kflamanna@achfool.com  
Email

**Please submit completed and signed materials electronically to:**

[PILOTCompliance@Growth-Engine.org](mailto:PILOTCompliance@Growth-Engine.org)

**For assistance call: 901.341.2100**

**PILOT Annual Report – Certification**

**8.0 Non-Discrimination Certification - Ongoing Compliance**

*Documentation in the form of a certificate signed under penalty of false statement by a chief executive officer, president, chairperson, member, or other corporate officer duly authorized to adopt corporate, company, or partnership policy that certifies the PILOT Recipient complies with the non-discrimination requirements under the Payments in Lieu of Taxes ("PILOT") Program.*

**Instructions:**

Please complete all sections of the form.

**Certificate:**

I, the undersigned, am over the age of eighteen (18) and understand and appreciate the obligations of an oath. I am Asst. Secretary of AB Mauri Food Inc.; an  
Signatory's Title Name of Entity  
 entity duly formed and existing under the laws of CA. I certify that I  
Name of State  
 am authorized to execute and deliver this certificate on behalf of AB Mauri Food Inc. and  
Name of Entity  
 that AB Mauri Food Inc. has a policy in place that complies with the non-  
Name of Entity  
 discrimination agreements of the Payments in Lieu of Taxes ("PILOT") Program.

Kelly F Lamanna  
Signature

Kelly F Lamanna  
Name

Asst. Secretary  
Title

Date: 2/18/2019

**PILOT Annual Report – Guidelines**

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**(Note 1)** For clarification purposes, the achieved amounts should include total investments since inception of the PILOT, through the Ramp-Up Period; plus, any additions or replacements made in accordance with the terms of the Lease Agreements and Amendments, where applicable. In addition, the amounts claimed as invested in newly acquired real property should be the actual expenditures (amounts spent) on the asset type, and not a value determined by the Shelby County Assessor's Office, or any other entity.

**(Note 2)** Please note any additions, replacements/disposals of tangible personal property and the corresponding Bills of Sale generated due to additions, replacement or disposals of the tangible personal property assets during the year (Please indicate by checking the box (☐), if one bill of sale reflects both additions and disposals and utilize the "Net" row). In addition, the amounts claimed as invested in tangible personal property should be the actual expenditures (amounts spent) on the asset type, and not a value determined by the Shelby County Assessor's Office, or any other entity. Personal Property amounts should be as stated on Bills of Sale conveying title to the EDGE/IDB and also include additional project expenditures, if any, not yet captured under a Bill of Sale.

**(Note 3)** "Net New Jobs" means the number of new Full-Time Equivalent Jobs in Shelby County created by the Project, and based at the site(s) that is/are the subject of the Lease Agreement. Net New Jobs in Shelby County shall not include any Full-Time Equivalent Jobs being provided by PILOT Recipient in Shelby County at the time the PILOT Application is submitted to EDGE, including any jobs located at another site in Shelby County at the time of the PILOT Application and moved by PILOT Recipient from said other site(s) in Shelby County to the Project sites(s).

"Full-Time Equivalent Jobs" means a job for which a PILOT benefit is awarded and is a full-time job which provides full-time employment of at least 1,600 hours per year, and permanent part-time jobs, which, when combined, total at least 1,600 hours of employment for the Project. For example, if an employer had one worker working 1,600 hours per year and two workers working 800 hours per year each, that employer would be providing employment for two full-time equivalent jobs. A Full-Time Equivalent Job must be paid at least \$12.00/hour and the employer must offer to pay at least one half of health insurance costs for the Employee. The \$12.00/hour must be the actual amount paid the Employee or Contract Employee for base compensation, but not including benefits. This minimum amount paid will reset every three years to one half the Shelby County Annual Average Wage rounded to the nearest ½ dollar. Contract Employees (defined in Note 5 below) are included as full-time equivalent Employees.

**(Note 4)** In addition to the "Jobs Created and Maintained" information for Contract Employees, where applicable, please note the following: If PILOT Recipient utilized contract labor provided by a vendor, please attach reports as necessary. Utilize the attached Third Party Employee Report form. Forms should be sent to vendors, returned to you, and included with your PILOT Performance Report submission.

**(Note 5)** "Contract Employee" means a person employed by a party other than the PILOT Recipient and whose labor is contracted for by the PILOT Recipient and who is considered a necessary member of the workforce responsible for duties and assignments required to be performed in order for the PILOT Recipient to operate its business. All Contract Employees are subject to the PILOT criteria for determining Net New Jobs, including, but not limited to, wages and health insurance requirements.

**PILOT Annual Report – Guidelines** (continued)

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**(Note 6)** *The PILOT Lease Agreements and/or PILOT Documents, usually specify the committed wage as either an average wage or a median wage. Refer to your PILOT Lease Agreement and/or other supporting documents and determine whether the exact commitment is median wage or average wage. Eliminate the incorrect type and present the achieved wage, i.e. average or median wage, without benefits. If Project Wages include Benefits per the Lease Agreement, provide such Wages and indicate accordingly.*

**(Note 7)** *Per the Diversity Program/Local Business Participation Policy, MWBEs refers to City of Memphis certified Minority and Woman Owned Business Enterprises. In addition, LOSBs refers to Shelby County certified Locally Owned Small Businesses.*

**(Note 8)** *Per the Diversity Program/Local Business Participation Policy, PILOT Recipients are to transact business with certified MWBEs/LOSBs. The acceptable certifying agencies are:*

- *The Office of Business Diversity and Compliance of the City of Memphis (“OBDC”)*
- *The Equal Opportunity Compliance Office of Shelby County (“EOC”)*

**(Note 9)** *Summarize the names, transaction amounts and MWBE/LOSB certification agencies. Ensure that the MWBE/LOSB details agree with the certificates of MWBE/LOSB status issued by the certifying bodies. The Transacted Amount represents the cumulative value of goods and/or services that have been provided by a vendor as of the end of the year.*